

## STATE OF SOUTH CAROLINA

(Caption of Case)

Joint Application of Verizon Long Distance LLC and  
Verizon Enterprise Solutions LLC for Approval of  
Plan of Reorganization

BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF SOUTH CAROLINA

## COVER SHEET

DOCKET

NUMBER: 2014 - 269 - C

(Please type or print)

Submitted by: John M. S. Hoefer, Esquire

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

## DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition ☐ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)		
<input type="checkbox"/> Electric	<input type="checkbox"/> Affidavit	<input type="checkbox"/> Letter	<input type="checkbox"/> Request
<input type="checkbox"/> Electric/Gas	<input type="checkbox"/> Agreement	<input type="checkbox"/> Memorandum	<input type="checkbox"/> Request for Certification
<input type="checkbox"/> Electric/Telecommunications	<input type="checkbox"/> Answer	<input type="checkbox"/> Motion	<input type="checkbox"/> Request for Investigation
<input type="checkbox"/> Electric/Water	<input type="checkbox"/> Appellate Review	<input type="checkbox"/> Objection	<input type="checkbox"/> Resale Agreement
<input type="checkbox"/> Electric/Water/Telecom.	<input checked="" type="checkbox"/> Application	<input type="checkbox"/> Petition	<input type="checkbox"/> Resale Amendment
<input type="checkbox"/> Electric/Water/Sewer	<input type="checkbox"/> Brief	<input type="checkbox"/> Petition for Reconsideration	<input type="checkbox"/> Reservation Letter
<input type="checkbox"/> Gas	<input type="checkbox"/> Certificate	<input type="checkbox"/> Petition for Rulemaking	<input type="checkbox"/> Response
<input type="checkbox"/> Railroad	<input type="checkbox"/> Comments	<input type="checkbox"/> Petition for Rule to Show Cause	<input type="checkbox"/> Response to Discovery
<input type="checkbox"/> Sewer	<input type="checkbox"/> Complaint	<input type="checkbox"/> Petition to Intervene	<input type="checkbox"/> Return to Petition
<input checked="" type="checkbox"/> Telecommunications	<input type="checkbox"/> Consent Order	<input type="checkbox"/> Petition to Intervene Out of Time	<input type="checkbox"/> Stipulation
<input type="checkbox"/> Transportation	<input type="checkbox"/> Discovery	<input type="checkbox"/> Prefiled Testimony	<input type="checkbox"/> Subpoena
<input type="checkbox"/> Water	<input type="checkbox"/> Exhibit	<input type="checkbox"/> Promotion	<input type="checkbox"/> Tariff
<input type="checkbox"/> Water/Sewer	<input type="checkbox"/> Expedited Consideration	<input type="checkbox"/> Proposed Order	<input type="checkbox"/> Other: Annual Report
<input type="checkbox"/> Administrative Matter	<input type="checkbox"/> Interconnection Agreement	<input type="checkbox"/> Protest	
<input type="checkbox"/> Other:	<input type="checkbox"/> Interconnection Amendment	<input type="checkbox"/> Publisher's Affidavit	
	<input type="checkbox"/> Late-Filed Exhibit	<input type="checkbox"/> Report	

**WILLOUGHBY & HOEFER, P.A.**

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June 26, 2014

\*ALSO ADMITTED IN TX

\*\*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

**VIA HAND DELIVERY**

The Honorable Jocelyn G. Boyd  
Chief Clerk/Administrator  
**Public Service Commission of South Carolina**  
101 Executive Center Drive  
Columbia, South Carolina 29210

RECEIVED  
2014 JUN 26 09:11:13  
SC PUBLIC SERVICE  
COMMISSION

RE: Application of Verizon Long Distance LLC and Verizon Enterprise Solutions  
LLC for Approval of a Plan of Reorganization

Dear Mrs. Boyd:

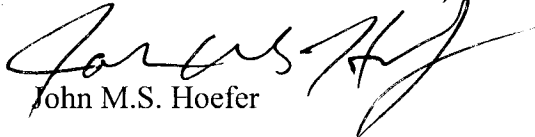
I represent Verizon Long Distance LLC ("VLD") and Verizon Enterprise Solutions LLC ("VES"). Enclosed for filing please find the original and two (2) copies of the above-referenced Application on behalf of VLD and VES. Please accept the original for filing and acknowledge your receipt of same by returning one of the copies to me, bearing your file-stamp, via our courier.

By copy of this letter, we are serving a copy of this filing to the Executive Director of the Office of Regulatory Staff ("ORS") and enclose a Certificate of Service to that effect. Also enclosed is a proposed notice of filing.

If you have any questions, or need additional information, please do not hesitate to contact me. With best regards, I am

Sincerely,

**WILLOUGHBY & HOEFER, P.A.**

  
John M.S. Hoefer

(Continued . . .)

The Honorable Jocelyn G. Boyd  
June 26, 2014  
Page 2

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JMSH/cbs  
Enclosures

cc: Honorable C. Dukes Scott  
Dulaney L. O'Roark, Esquire

**BEFORE THE  
SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

In re: )  
Joint Application of Verizon Long )  
Distance LLC and Verizon Enterprise )  
Solutions LLC for Approval of )  
Plan of Reorganization )

Docket No. \_\_\_\_\_

**JOINT APPLICATION OF VERIZON LONG DISTANCE LLC AND  
VERIZON ENTERPRISE SOLUTIONS LLC**

Pursuant to S.C. Code Ann. § 58-9-310 (Supp. 2013), Verizon Long Distance LLC ("VLD") and Verizon Enterprise Solutions LLC ("VES") (together herein referred to as the Applicants") respectfully request that the Commission approve their merger and waive any applicable customer transfer requirements that differ from the FCC's rules regarding the transfer of customer bases. Because the Applicants intend to close their merger on November 15, 2014, the Applicants respectfully request that the Commission expedite its review of this Application so as to make possible a closing of the proposed merger by that date. In support of this Application, Applicants would show unto this Commission as follows:

**I. DESCRIPTION OF THE APPLICANTS.**

VLD and VES are both single-member limited liability companies formed in Delaware. They are affiliates; both are wholly owned subsidiaries of the same single-member, Verizon New York Inc.<sup>1</sup> VLD and VES are today (even before the merger) served by the same officers and directors. Both Applicants provide long-distance and

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<sup>1</sup> Verizon New York Inc. is a wholly owned subsidiary of NYNEX LLC, which in turn is wholly owned by the publicly traded parent corporation, Verizon Communications Inc.

other telecommunications services throughout most of the United States.<sup>2</sup> This Commission granted certificates of public convenience and necessity to VES pursuant to Order No. 96-732, issued October 22, 1996, in Docket No. 96-230-C, and to VLD pursuant to Order No. 96-377, issued June 10, 1996, in Docket No. 96-51-C. If the Commission grants the approval of the merger requested in this Application, VES further requests that the Commission grant the withdrawal of VES's certificate to become effective as of November 15, 2014, pursuant to S.C. Code Ann. §58-9-300 (Supp. 2013).

## **II. CONTACT INFORMATION.**

The designated contact for both VES and VLD for any correspondence or inquiries regarding this Application is:

John M.S. Hoefer, Esquire  
Benjamin P. Mustian, Esquire  
Willoughby & Hoefer, P.A.  
930 Richland Street  
Post Office Box 8416  
Columbia, South Carolina 29202-8416  
(803) 252-3300

## **III. DESCRIPTION OF THE PROPOSED REORGANIZATION.**

Following the planned merger, the surviving entity will be Verizon Long Distance LLC. VLD will remain a wholly owned subsidiary of the same single-member, Verizon New York Inc. Exhibit "A," which accompanies this Application, shows the relationship of the entities before and after the merger.

The transaction will not result in a change of the affected customers' rates, terms, and conditions for their regulated services, except that those customers who were

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<sup>2</sup> VES currently has no customers in Alaska or Hawaii.

previously served by VES will be served by VLD following the merger.<sup>3</sup> VES's tariffs will be withdrawn upon consummation of the merger. Services that were provided under tariffs filed by VES before the merger will be available under VLD tariffs, which VLD will revise as necessary.

VES's customers will be sent notices of the planned change in providers on or about September 1, 2014. The notices will inform VES's customers that they have the right to select any available provider for regional toll and long distance services, and that they may choose to switch to another carrier at any time before or after the merger. VES will not assess any carrier change charge or fees on its customers if they choose to change to another carrier before the merger. In October, the Applicants will file a notice with the Federal Communications Commission to indicate the intended transfer of subscribers.

#### **IV. THE PLANNED REORGANIZATION IS IN THE PUBLIC INTEREST.**

Merging VLD and VES is in the public interest. This proposed transaction will help to simplify and streamline the internal structure of affiliated Verizon entities. That simplification, in turn, should reduce the unnecessary administrative costs and burdens of maintaining two different entities, when one can suffice to serve customers with the same services. As noted above, VLD and VES are already served by the same officers and directors, and no change in management is anticipated as a result of this merger. The direct and indirect parents of these entities will remain the same. The reorganization will not diminish any of the financial, managerial, or technical resources of the resulting entity providing telecommunications services. The reorganization will not affect the

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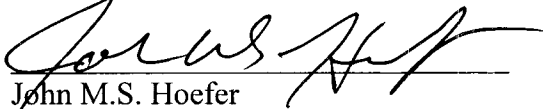
<sup>3</sup> In some states, the tariffed rate for certain VLD services will be reduced to match the rate that VES customers currently pay under its tariffs.

services available to customers or the rates, terms, and conditions for such services. The merger will allow the companies to compete more efficiently, which ultimately benefits customers.

## V. CONCLUSION

For the foregoing reasons, the Applicants respectfully request the Commission's approval of the proposed merger and waiver of any applicable customer transfer requirements that differ from the FCC's rules regarding the transfer of customer bases.

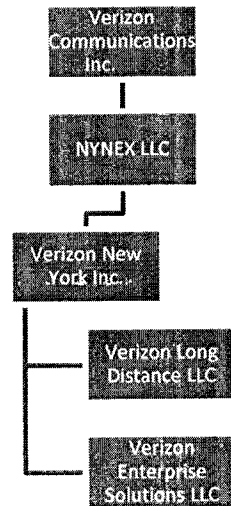
Respectfully submitted,  
**WILLOUGHBY & HOEFER, P.A.**



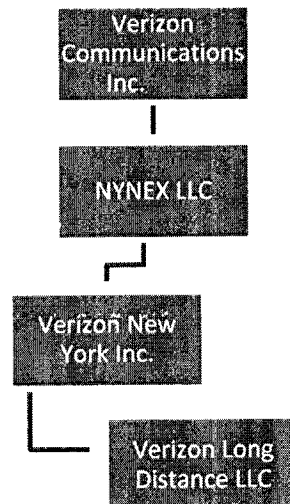
John M.S. Hoefer  
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[bmustian@willoughbyhoefer.com](mailto:bmustian@willoughbyhoefer.com)  
Attorneys for Applicants

Columbia, South Carolina  
This 26<sup>th</sup> day of June, 2014

**Corporate Structure Before Transaction**



**Corporate Structure After Transaction**





RECEIVED  
14 JUL 25 PM 11 23  
SCIENCE & TECHNOLOGY SERVICE

## CERTIFICATE OF SERVICE

C. Dukes Scott  
**Office of Regulatory Staff**  
1401 Main Street, Suite 900  
Columbia, South Carolina 29201

Christine B. Severin  
Christine B. Severin

Columbia, South Carolina  
This 26<sup>th</sup> day of June, 2014.

**PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA**

**CLERK'S OFFICE**

**NOTICE OF FILING**

**DOCKET NO. 2014-\_\_-C**

Docket Summary: Application of Verizon Long Distance LLC ("VLD") and Verizon Enterprise Solutions LLC ("VES") for Approval of a Plan of Reorganization

Verizon Long Distance LLC and Verizon Enterprise Solutions LLC have filed an application with the Public Service Commission of South Carolina ("Commission") pursuant to S.C. Code Ann. §58-9-310 (Supp. 2013) for approval of a plan of reorganization. According to the Application, the reorganization will result in no change to rates, terms and conditions of regulated services to customers, except that customers previously served by VES will be served by VLD following a merger of the two entities. Further, affected customers will be sent a notice on or about September 1, 2014, informing them that they will have the right to select any available provider for regional toll and long distance services and that they may choose another carrier prior to or after the merger without any charge or fee associated with a change in provider. The Application further states that no change in management is anticipated as a result of the proposed merger and that all financial, managerial and technical resources available to each entity will be available to the reorganized entity undiminished. The Application states that the reorganization will permit more efficient competition and therefore benefits customers. For these reasons, the Application asserts that the proposed merger is in the public interest.

A copy of the Application can be found on the Commission's website at [www.psc.sc.gov](http://www.psc.sc.gov) under Docket No. 2014-\_\_-C. Additionally, a copy of the Application is available from the Company's representative, John M. S. Hoefer, Esquire, Willoughby & Hoefer, P.A., P.O. Box 8416 Columbia, SC, 29202-8416.

A public hearing, if scheduled, will be held in the Commission's offices for the purpose of receiving testimony and other evidence from all interested parties regarding this application. The date and time of the hearing will be announced at a later date.

Any person who wishes to participate in this matter, as a party of record should file a Petition to Intervene in accordance with the Commission's Rules of Practice and Procedure, on or before \_\_\_\_\_. Please include an email address for receipt of future Commission correspondence in the Petition to Intervene. ***Please refer to Docket No. 2014-\_\_-C.***

Any person who wishes to testify and present evidence at the hearing should notify, in writing, the Commission Docketing Department at the address below; the Office of Regulatory Staff at 1401 Main Street, Suite 900, Columbia, South Carolina 29201, and John M. S. Hoefer, Esquire, Willoughby & Hoefer, P.A., at Post Office Box 8416, Columbia, South Carolina 29202-8416 on or before \_\_\_\_\_, and indicate the amount of time required for the presentation. ***Please refer to Docket No. 2014-\_\_-C.***

For the most recent information regarding this docket, please refer [www.psc.sc.gov](http://www.psc.sc.gov) and Docket No. 2014-\_\_-C.

**PLEASE TAKE NOTICE:** Any person who wishes to have his or her comments considered as part of the official record of this proceeding **MUST** present such comments, in person, to the Commission during the hearing.

Persons seeking information about the Commission's Procedures should contact the Commission in Columbia at 803-896-5100 or visit its website at [www.psc.sc.gov](http://www.psc.sc.gov).